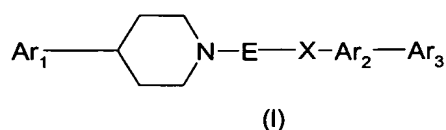


In the Claims:

Please cancel claims 18-19. Please amend claims 1, 4-8 and 16-17 as follows.
Please add new claim 20.

1. (Currently Amended) A compound of formula (I), and
physiologically acceptable prodrugs, salts or solvates thereof;



wherein

Ar₁ is:

- (i) phenyl, naphthyl or phenyl fused by a C₃₋₈cycloalkyl; or
- (ii) heterocyclyl selected from the group list consisting of:
monocyclic radicals and fused polycyclic radicals, wherein said radicals contain a total of from 5-14 ring atoms, wherein said radicals contain a total of from 1-4 ring heteroatoms independently selected from oxygen, nitrogen and sulfur, and wherein individual rings of said radicals may be independently saturated, partially unsaturated or aromatic, provided that at least one ring is aromatic;
where Ar₁ is optionally substituted by 1-4 R¹ groups which may be the same or different;

Ar₂ is a phenyl group, a 5-6 membered heteroaromatic group or a bicyclic heteroaromatic group, each of which is optionally substituted by 1-4 groups independently selected from the group consisting of list: C₁₋₄alkyl, halogen, hydroxy, C₁₋₄alkoxy, C₁₋₆acyl, C₁₋₆acyloxy, amino, C₁₋₄alkylamino, di-C₁₋₄alkylamino, -(CH₂)_nOH, -(CH₂)_nNR_xR_y, -O(CH₂)_nO(CH₂)_mOR^a, -O(CH₂)_nC(O)NR_xR_y, -O(CH₂)_nCN, C₂₋₅alkenyl, -O(CH₂)_nCO₂R^a, -OSO₂(CH₂)_pCH₃, -OSO₂NR_xR_y and -CO₂(CH₂)_pCH₃;

Ar₃ is:

- (i) phenyl, naphthyl or phenyl fused by a C₃₋₈cycloalkyl; or

- (ii) heterocyclyl selected from the group consisting of monocyclic radicals and fused polycyclic radicals, wherein said radicals contain a total of from 5-14 ring atoms, wherein said radicals contain a total of from 1-4 ring heteroatoms independently selected from oxygen, nitrogen and sulfur, and wherein individual rings of said radicals may be independently saturated, partially unsaturated, or aromatic, providing that at least one ring is aromatic,

wherein Ar₃ is optionally substituted by 1-4 groups independently selected from the group consisting of: hydroxy, C₁₋₄alkyl, C₁₋₄alkoxy, C₂₋₄alkenyl, C₂₋₄alkenyloxy, C₁₋₄perfluoroalkoxy, C₁₋₄alkylsulfonylamino (such as -NHSO₂CH₃, -NHSO₂CH(CH₃)₂), fluoroC₁₋₄alkylsulfonylamino (such as -NHSO₂CH₂CF₃), C₁₋₄alkylcarbonylamino, fluoroC₁₋₄alkylcarbonylamino, halogen (such as chlorine), nitrile, nitro, C₁₋₄perfluoroalkyl, C₁₋₄alkylcarbonyl, fluoroC₁₋₄alkylcarbonyl, C₁₋₄alkoxycarbonyl, aminocarbonyl, C₁₋₄alkylaminocarbonyl, di-C₁₋₄alkylaminocarbonyl, C₁₋₄alkylsulfonyl, C₁₋₄alkylaminosulfonyl, di-C₁₋₄alkylaminosulfonyl, C₁₋₄alkylsulfonyl and C₁₋₄alkylsulfoxy;

E is -C₁₋₆alkylene-;

X is -CONR^a- or -NR^aCO- (where the left hand side of the linkage is attached to E);

wherein

R¹ is halogen, C₁₋₄alkoxy or C₁₋₄alkyl;

R^a is C₁₋₄alkyl or hydrogen;

R_x and R_y are independently hydrogen, C₁₋₄alkyl, hydroxy or C₁₋₄alkoxy, where R_x and R_y are not both hydroxy or both C₁₋₄alkoxy; or R_x and R_y together with the nitrogen to which they are attached form a 5-membered ring which ring is optionally substituted ~~substituted~~ by -O(CH₂)_nC(O)NR_xR_y, -O(CH₂)_nCN, -O(CH₂)_nO(CH₂)_mOR^a, -O(CH₂)_nCO₂R^a, -OSO₂NR_xR_y, -OSO₂(CH₂)_pCH₃, -(CH₂)_nC(O)NR_xR_y, -(CH₂)_nCN,

$-(\text{CH}_2)_n\text{O}(\text{CH}_2)_m\text{OR}^a$, $-(\text{CH}_2)_n\text{CO}_2\text{R}^a$, $-(\text{CH}_2)_n\text{C}(\text{O})\text{R}^a$, $-\text{SO}_2\text{NR}_x\text{R}_y$,
 $-\text{SO}_2(\text{CH}_2)_p\text{CH}_3$, $-\text{CH}=\text{CHC}(\text{O})\text{NR}_x\text{R}_y$, $-\text{CH}=\text{CHCN}$,
 $-\text{CH}=\text{CHCO}_2\text{R}^a$, $-\text{CO}_2\text{R}^a$, $-\text{C}(\text{O})\text{R}^a$, $-\text{C}(\text{O})\text{NR}_x\text{R}_y$ and $\text{C}_{2-5}\text{alkenyl}$;

n and m are independently 1-4; and

p is 0-4.

2. (Original) A compound according to claim 1 wherein Ar_1 is phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indolyl, benzofuranyl, benzothiophenyl or indazolyl.
3. (Original) A compound according to claim 2 wherein Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl.
4. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein E is n -butylene.
5. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein X is $-\text{NR}^a\text{CO}-$.
6. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl.
7. (Currently Amended) A compound according to claim 6 wherein Ar^2 is optionally substituted by one or two substituents independently selected from the group list: $\text{C}_{1-4}\text{alkyl}$, halogen, hydroxy, $\text{C}_{1-4}\text{alkoxy}$, hydroxy $\text{C}_{1-4}\text{alkyl}$, amino $\text{C}_{1-4}\text{alkyl}$, mono- $\text{C}_{1-4}\text{alkylaminoC}_{1-4}\text{alkyl}$, di- $\text{C}_{1-4}\text{alkylaminoC}_{1-4}\text{alkyl}$, $-\text{O}(\text{CH}_2)_n\text{C}(\text{O})\text{NR}_x\text{R}_y$ (where R_x and R_y are independently hydrogen or $\text{C}_{1-4}\text{alkyl}$ and n is 1-3) or $-\text{CO}_2(\text{CH}_2)_p\text{CH}_3$ (where p is 0-3).
8. (Currently Amended) A compound according to ~~any preceding~~ claim 1 wherein Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl.

9. (Original) A compound according to claim 8 wherein Ar_3 is substituted by C_{1-4} alkylsulfonylamino, fluoro C_{1-4} alkylsulfonylamino, C_{1-4} alkylcarbonylamino, fluoro C_{1-4} alkylcarbonylamino, halogen, nitrile, C_{1-4} perfluoroalkyl, C_{1-4} alkylcarbonyl, fluoro C_{1-4} alkylcarbonyl, aminocarbonyl, C_{1-4} alkylaminocarbonyl or di- C_{1-4} alkylaminocarbonyl.

10. (Original) A compound according to claim 1 wherein
 Ar_1 is phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indolyl, benzofuranyl, benzothiophenyl or indazolyl; where Ar_1 is optionally substituted by 1-4 R^1 groups which may be the same or different;
 Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C_{1-4} alkyl, halogen, hydroxy, C_{1-4} alkoxy, hydroxy C_{1-4} alkyl, amino C_{1-4} alkyl, mono- C_{1-4} alkylamino C_{1-4} alkyl, di- C_{1-4} alkylamino C_{1-4} alkyl, $-O(CH_2)_nC(O)NR_xR_y$ and $-CO_2(CH_2)_pCH_3$;
 Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4} alkylsulfonylamino (such as $-NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoro C_{1-4} alkylsulfonylamino (such as $-NHSO_2CH_2CF_3$), C_{1-4} alkylcarbonylamino, fluoro C_{1-4} alkylcarbonylamino, halogen (such as chlorine), nitrile, C_{1-4} perfluoroalkyl, C_{1-4} alkylcarbonyl, fluoro C_{1-4} alkylcarbonyl, aminocarbonyl, C_{1-4} alkylaminocarbonyl and di- C_{1-4} alkylaminocarbonyl;
 E is n-butylene;
 X is $-NR^aCO-$;
 R^1 is halogen, C_{1-4} alkoxy or C_{1-4} alkyl;
 R^a is C_{1-4} alkyl or hydrogen;
 R_x and R_y are independently hydrogen or C_{1-4} alkyl;
 n is 1-3; and
 p is 0-3.

11. (Original) A compound according to claim 1 wherein
 Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is optionally substituted by 1-2 R^1 groups which may be the same or different;
 Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C_{1-4} alkyl, halogen, hydroxy, C_{1-4} alkoxy, hydroxy C_{1-4} alkyl, amino C_{1-4} alkyl, mono- C_{1-4} alkylamino C_{1-4} alkyl, di- C_{1-4} alkylamino C_{1-4} alkyl, $-O(CH_2)_nC(O)NR_xR_y$ and $-CO_2(CH_2)_pCH_3$;
 Ar_3 is phenyl, pyridyl, pyridazinyl, pyrimidinyl or thienyl; wherein Ar_3 is optionally substituted by 1-4 groups independently selected from the group consisting of: C_{1-4} alkylsulfonylamino (such as $-NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoro C_{1-4} alkylsulfonylamino (such as $-NHSO_2CH_2CF_3$), C_{1-4} alkylcarbonylamino, fluoro C_{1-4} alkylcarbonylamino, halogen (such as chlorine), nitrile, C_{1-4} perfluoroalkyl, C_{1-4} alkylcarbonyl, fluoro C_{1-4} alkylcarbonyl, aminocarbonyl, C_{1-4} alkylaminocarbonyl and di- C_{1-4} alkylaminocarbonyl;
 E is n-butylene;
 X is $-NHCO-$;
 R^1 is C_{1-4} alkoxy or C_{1-4} alkyl;
 R_x and R_y are independently hydrogen or C_{1-4} alkyl;
 n is 1-3; and
 p is 0-3.
12. (Original) A compound according to claim 1 wherein
 Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is substituted by 1-2 R^1 groups which may be the same or different;
 Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: hydroxy, hydroxy C_{1-4} alkyl, amino C_{1-4} alkyl,

mono-C₁₋₄alkylaminoC₁₋₄alkyl, di-C₁₋₄alkylaminoC₁₋₄alkyl, -O(CH₂)_nC(O)NR_xR_y and -CO₂(CH₂)_pCH₃;

Ar₃ is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar₃ is optionally substituted by 1-4 groups independently selected from the group consisting of: C₁₋₄alkylsulfonylamino (such as -NHSO₂CH₃, -NHSO₂CH(CH₃)₂), fluoroC₁₋₄alkylsulfonylamino (such as -NHSO₂CH₂CF₃), C₁₋₄alkylcarbonylamino, fluoroC₁₋₄alkylcarbonylamino, halogen (such as chlorine), nitrile, C₁₋₄perfluoroalkyl, C₁₋₄alkylcarbonyl, fluoroC₁₋₄alkylcarbonyl, aminocarbonyl, C₁₋₄alkylaminocarbonyl and di-C₁₋₄alkylaminocarbonyl;

E is n-butylene;

X is -NHCO-;

R¹ is C₁₋₄alkoxy or C₁₋₄alkyl;

R_x and R_y are independently hydrogen or C₁₋₄alkyl;

n is 1-3; and

p is 0-3.

13. (Original) A compound according to claim 1 wherein Ar₁ is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar₁ is optionally substituted by 1-2 R¹ groups which may be the same or different;
- Ar₂ is pyridyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C₁₋₄alkyl, halogen, hydroxy, C₁₋₄alkoxy, hydroxyC₁₋₄alkyl, aminoC₁₋₄alkyl, mono-C₁₋₄alkylaminoC₁₋₄alkyl, di-C₁₋₄alkylaminoC₁₋₄alkyl, -O(CH₂)_nC(O)NR_xR_y and -CO₂(CH₂)_pCH₃;
- Ar₃ is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar₃ is optionally substituted by 1-4 groups independently selected from the group consisting of: C₁₋₄alkylsulfonylamino (such as -NHSO₂CH₃, -NHSO₂CH(CH₃)₂), fluoroC₁₋₄alkylsulfonylamino (such as -NHSO₂CH₂CF₃),

C₁₋₄alkylcarbonylamino, fluoroC₁₋₄alkylcarbonylamino, halogen (such as chlorine), nitrile, C₁₋₄perfluoroalkyl, C₁₋₄alkylcarbonyl, fluoroC₁₋₄alkylcarbonyl, aminocarbonyl, C₁₋₄alkylaminocarbonyl and di-C₁₋₄alkylaminocarbonyl;

E is n-butylene;

X is -NHCO-;

R¹ is C₁₋₄alkoxy or C₁₋₄alkyl;

R_x and R_y are independently hydrogen or C₁₋₄alkyl;

n is 1-3; and

p is 0-3.

14. (Original) A compound according to claim 1 wherein
- Ar₁ is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar₁ is optionally substituted by 1-2 R¹ groups which may be the same or different;
- Ar₂ is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of which is optionally substituted by 1-4 groups independently selected from the list: C₁₋₄alkyl, halogen, hydroxy, C₁₋₄alkoxy, hydroxyC₁₋₄alkyl, aminoC₁₋₄alkyl, mono-C₁₋₄alkylaminoC₁₋₄alkyl, di-C₁₋₄alkylaminoC₁₋₄alkyl, -O(CH₂)_nC(O)NR_xR_y and -CO₂(CH₂)_pCH₃;
- Ar₃ is phenyl, pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar₃ is optionally substituted by 1-4 groups independently selected from the group consisting of: C₁₋₄alkylsulfonylamino (such as -NHSO₂CH₃, -NHSO₂CH(CH₃)₂), fluoroC₁₋₄alkylsulfonylamino (such as -NHSO₂CH₂CF₃), C₁₋₄alkylcarbonylamino, fluoroC₁₋₄alkylcarbonylamino, halogen (such as chlorine), nitrile, C₁₋₄perfluoroalkyl, C₁₋₄alkylcarbonyl, fluoroC₁₋₄alkylcarbonyl, aminocarbonyl, C₁₋₄alkylaminocarbonyl and di-C₁₋₄alkylaminocarbonyl;
- E is n-butylene;
- X is -NHCO-;
- R¹ is C₁₋₄alkoxy or C₁₋₄alkyl;

R_x and R_y are independently hydrogen or C_{1-4} alkyl;

n is 1-3; and

p is 0-3.

15. (Original) A compound according to claim 1 wherein
 Ar_1 is phenyl, 1,2,3,4-tetrahydronaphthyl or indolyl; where Ar_1 is
optionally substituted by 1-2 R^1 groups which may be the same
or different;
 Ar_2 is phenyl, pyridyl, thiazolyl, oxazolyl, pyrazolyl or imidazolyl; each of
which is optionally substituted by 1-4 groups independently
selected from the list: C_{1-4} alkyl, halogen, hydroxy, C_{1-4} alkoxy,
hydroxy C_{1-4} alkyl, amino C_{1-4} alkyl, mono- C_{1-4} alkylamino C_{1-4} alkyl,
di- C_{1-4} alkylamino C_{1-4} alkyl, $-O(CH_2)_nC(O)NR_xR_y$ and
 $-CO_2(CH_2)_pCH_3$;
 Ar_3 is pyridyl, pyridazinyl, pyrimidinyl, furyl or thienyl; wherein Ar_3 is
optionally substituted by 1-4 groups independently selected from
the group consisting of: C_{1-4} alkylsulfonylamino (such as -
 $NHSO_2CH_3$, $-NHSO_2CH(CH_3)_2$), fluoro C_{1-4} alkylsulfonylamino
(such as $-NHSO_2CH_2CF_3$), C_{1-4} alkylcarbonylamino,
fluoro C_{1-4} alkylcarbonylamino, C_{1-4} alkylcarbonyl,
fluoro C_{1-4} alkylcarbonyl, aminocarbonyl, C_{1-4} alkylaminocarbonyl
and di- C_{1-4} alkylaminocarbonyl;
 E is n-butylene;
 X is $-NHCO-$;
 R^1 is C_{1-4} alkoxy or C_{1-4} alkyl;
 R_x and R_y are independently hydrogen or C_{1-4} alkyl;
 n is 1-3; and
 p is 0-3.

16. (Currently Amended) A compound according to claim 1 selected
from the group consisting of list:

2-Hydroxymethyl-4'-trifluoromethyl-biphenyl-4-carboxylic acid {4-[4-
(1H-indol-3-yl)-piperidin-1-yl]-butyl}-amide (~~Example 4~~);

2-(4-Cyano-phenyl)-4-hydroxymethyl-thiazole-5-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide (~~Example 7~~);

2-(4-Chloro-phenyl)-4-hydroxymethyl-thiazole-5-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide (~~Example 10~~);

5-(4-Cyano-phenyl)-2-(2-hydroxy-ethyl)-2H-pyrazole-3-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide (~~Example 21~~);

4-(5-Chloro-thiophen-2-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-benzamide (~~Example 23~~);

4-(5-Chloro-pyridin-2-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-benzamide (~~Example 32~~);

4-(6-Chloro-pyridin-3-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-benzamide (~~Example 34~~);

6-(4-Chloro-phenyl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-nicotinamide (~~Example 38~~);

6-(4-Cyano-phenyl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-nicotinamide (~~Example 39~~);

6-(5-Chloro-thiophen-2-yl)-N-{4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-nicotinamide (~~Example 40~~); and

2-(4-chlorophenyl)-1,4-dimethyl-1H-imidazole-5-carboxylic acid {4-[4-(1-methoxy-5,6,7,8-tetrahydro-naphthalen-2-yl)-piperidin-1-yl]-butyl}-amide (~~Example 45~~).

17. (Currently Amended) A pharmaceutical composition comprising a compound as defined in ~~any preceding~~ claim 1 and a pharmaceutically acceptable carrier or diluent.

18. (Canceled)

19. (Canceled)

20. (New) A method for the treatment of a condition resulting from elevated circulating levels of LDL-cholesterol in a mammal in need thereof, said method comprising administering a therapeutically effective amount of a compound according to claim 1.